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Counsel to GroupBy USA, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
SEARS HOLDINGS CORPORATION, et al.,
Debtors.

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

CERTIFICATION OF SERVICE

Christopher M. Hemrick, of full age, hereby certifies as follows:

1. I am a partner at the law firm of Walsh Pizzi O'Reilly Falanga LLP, counsel to GroupBy USA, Inc. ("GroupBy") in the above-captioned cases.
2. On April 29, 2019, I caused the *Motion of Groupby USA, Inc. for Allowance and Payment of Administrative Expense Claim and for Related Relief* (Dkt. No. 3404) (the "Motion") to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all CM/ECF participants in these chapter 11 cases.
3. On April 29, 2019, I further caused a true and correct copy of the Motion and all supporting documents including the Notice of Hearing, Motion for Allowance and Payment of Administrative Expense Claim and for Related Relief, Supporting Declaration with Exhibits A-C thereto and Proposed form of Order to be served via electronic mail on the Standard Parties, as defined in the *Amended Order Implementing Certain Notice and Case Management Procedures* (Dkt. No. 405).

4. On April 30, 2019, I further caused a true and correct copy of the foregoing documents to be served via first class mail, postage prepaid, on the following:

Chambers of the Honorable Robert D. Drain, U.S.B.J.
United States Bankruptcy Court for the Southern District of New York
300 Quarropas Street, Room 248
White Plains, NY 10601

Office of the United States Trustee for Region 2
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Paul Schwartzberg, Esq.

Sears Holdings Corporation
3333 Beverly Road
Hoffman Estates IL 60179
Attn: Stephen Sitley, Esq. and Luke J. Valentino, Esq.

Davis Polk & Wardell LLP
450 Lexington Avenue
New York, New York 10017
Attn: Marshall S. Huebner, Esq. and Eli J. Vonnegut, Esq.

I certify under penalty of perjury that the foregoing is true and correct.

Dated: April 30, 2019

/s/ Christopher M. Hemrick
Christopher M. Hemrick